

BROWN RUDNICK LLP

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*Counsel to the Ad Hoc Consortium of Certain Holders of
A&P 11 3/8% Senior Secured Notes*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Chapter 11
)	
THE GREAT ATLANTIC & PACIFIC TEA)	Case No. 10-24549 (RDD)
COMPANY, INC., et al.)	
)	(Jointly Administered)
Debtors.)	
_____)	

**AMENDED VERIFIED STATEMENT OF BROWN RUDNICK LLP
PURSUANT TO BANKRUPTCY RULE 2019(a)**

The law firm of Brown Rudnick LLP (“Brown Rudnick”) hereby submits this amended verified statement (the “Verified Statement”) pursuant to Rule 2019(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and states as follows:

1. Brown Rudnick appears in the above-referenced chapter 11 cases (the “Chapter 11 Cases”) of The Great Atlantic & Pacific Tea Company, Inc. (“A&P”) and its affiliated debtors-in-possession (collectively, the “Debtors”) on behalf of the ad hoc consortium (the

“Secured Noteholder Consortium”) of certain holders of 11 3/8% senior secured notes (the “Secured Notes”) issued by A&P identified on Exhibit A hereto.

2. As of the date hereof, the members of the Secured Noteholder Consortium hold, or manage funds or accounts that hold, in the aggregate \$131,556,000.00 – or 50.6% – of the outstanding principal amount of the Secured Notes.

3. The Secured Noteholder Consortium initially retained Brown Rudnick as counsel on or about December 13, 2010. As of the date hereof, Brown Rudnick does not hold any claims against or interests in the Debtors.

4. The undersigned hereby verifies under oath that this Verified Statement is true and accurate, to the best of the undersigned’s knowledge and belief. Brown Rudnick reserves the right to revise and supplement this statement.

Dated: January 10, 2011
New York, New York

BROWN RUDNICK LLP

By: /s/ Edward S. Weisfelner
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Exhibit A

Secured Noteholder Consortium Members	
1.	ALJ Capital Management LLC
2.	AQR Capital Management, LLC
3.	Capital Ventures International
4.	Catalyst Investment Management Co., LLC
5.	Citadel Securities LLC
6.	CNH Partners LLC
7.	Davidson Kempner Capital Management LLC
8.	Guggenheim Partners, LLC
9.	Hartford Investment Management Company
10.	HSBC Global Asset Management (USA) Inc.
11.	Nisswa Master Fund Ltd
12.	Pine River Capital Management L.P.
13.	Royal Capital Management LLC
14.	Visium Asset Management, LP
15.	Weissman Associates
16.	Whitebox Advisors, LLC

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